

2-055A001

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

February 20, 1992

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

17710
RECORDED BY _____ FILED 1425

FEB 24 1992 - 9 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of November 7, 1991 between the following parties:

Lessor: Helm-Pacific Leasing
One Embarcadero Center 35th Floor
San Francisco, CA 94111

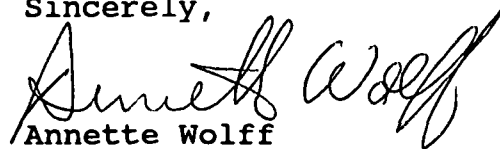
Lessee: Tennsv, Inc.
609 Aberdeen Road
Edmond, Oklahoma 73034

The equipment involved in this transaction is as follows:

Equipment: (27) Boxcars
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$16 is enclosed. Thank you.

Sincerely,


Annette Wolff
Manager of Operations

AW/tw
enclosures

FEB 24 9 35 AM '92
MOTOR OPERATING UNIT

Considered paid - Mary A. Clark

Interstate Commerce Commission

Washington, D.C. 20423

2/24/92

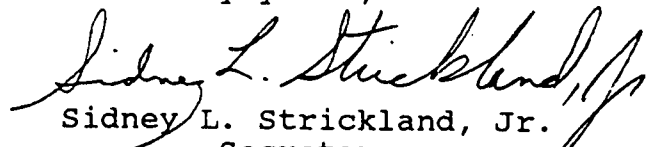
OFFICE OF THE SECRETARY

Annette Wolff
Manager of Operations
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA. 94111

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/24/92 at 9:40AM , and assigned recordation number(s). 17710, 8070-N, 17511-E, 17511-F and 17577-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17710
RECORDED IN FEB 1992

MEMORANDUM OF FEB 24 1992 -9 40 AM
LEASE OF RAILROAD EQUIPMENT
INTERSTATE COMMERCE COMMISSION

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of November 7, 1991 (the "Lease") between Helm-Pacific Leasing, a Nebraska joint venture (the "Lessor"), and Tennsv, Inc., a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor has the right to lease the boxcars, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 20th day of January.

LESSOR

HELM-PACIFIC LEASING
By: Helm Pacific Corporation
its Joint Venturer

By: 

Title: President

By: Union Pacific Venture
Leasing Corporation
its Joint Venturer

By: 

Title: President UPR

Tennsv, Inc.

By: 

Title: Vice President

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 28th day of January, 1992, before me personally appeared Richard C. Kirchner to me personally known, who, being by me duly sworn, says that he is President of HELM PACIFIC CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Karen Staudenmaier
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 3 day of February, 1992, before me personally appears D. Charles Lewis, to me personally known, who being by me duly sworn says that he is a President of UNION PACIFIC VENTURE LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation as a joint venture partner of Helm-Pacific Leasing.

Joyce M. Vana
Notary Public

My Commission Expires: 12/27/92

[Notarial Seal]



STATE OF OKLAHOMA)
) S
COUNTY OF OKLAHOMA)

On this 20 day of January, 1992, before me personally appears Rona Simmons, to me personally known, who being by me duly sworn says that he is a officer of Tennsv, Inc., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: 1-11-96

[Notarial Seal]

SCHEDULE A

to

Lease of Railroad Equipment

Dated as of November 7, 1991

Group A

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
60 foot, 100 ton boxcars with inside height at least 10'9"	13	TSVX 160 through TSVX 172 (inclusive)

Group B

<u>Equipment Description</u>	<u>Number of Units</u>	<u>Equipment Numbers</u>
60 foot, 100 ton boxcars with inside height at least 10'9"	14	TSVX 173 through TSVX 186